

By-Laws

For The

Ventura County Special Districts Association

An Affiliated Association of the

California Special Districts Association

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Attached:

Certificate by Ventura County Special Districts Association Secretary acknowledging approval of amended Bylaws.

Approved: October 2, 2018 (see attached minutes)

Amended: _____

Amended: _____

ARTICLE 1: NAME, PURPOSE and OBJECTIVES

Section 1.1 Name

- A. The name shall be the Ventura County Special Districts Association (VCSDA)
- B. VCSDA is a chapter of the California Special Districts Association (CSDA)

Section 1.2 Purpose

- A. VCSDA's purpose is to promote the efficient, economical and responsive public services offered by the independent special districts of Ventura County independent special districts governed by a locally elected board of directors.
- B. It is also the purpose of this VCSDA to cooperate with and support CSDA in fulfilling its mission as set forth in the CSDA mission statement.

Section 1.3 Objectives

The objectives of the VCSDA shall be:

- A. To provide a local forum for member districts to discuss and consider issues of importance to special districts.
- B. To establish a communication network among member districts, other CDSA member organizations and other local governmental agencies.
- C. To carry out workshops, educational seminars and programs of mutual interest and benefit to member districts.
- D. To make recommendations to the Board of Directors of the California Special Districts Association.
- E. To inform the public about the purpose and benefits of local special district government.

Section 1.4 Administrative Office

- A. The administrative office for the VCSDA is to be determined by the Executive Committee.

- B. The VCSDA Executive Committee is granted full power and authority to change the administrative office from one location to another within Ventura County and such change shall not require an amendment of these bylaws.

ARTICLE 2: MEMBERSHIP and ANNUAL DUES

Section 2.1 Types of Membership

- A. Two types of memberships are available in VCSDA.

- B. The two types of membership are:
 - (1) Regular District Memberships
 - (2) Associate Memberships

Section 2.2 Qualifications for Membership

- A. Regular District Members:
 - (1) Any independent special district whose boundaries, in whole or in part, are within the County of Ventura may become a regular district member of the VCSDA upon application and payment of annual VCSDA dues.

 - (2) Independent special districts are as defined in California Government Code Section 56044, and as such this section may be amended or superceded.

 - (3) A regular district member may attend, participate, vote, and shall be eligible to hold office in the VCSDA.

- B. Associate Members:
 - (1) Any dependent special district whose boundaries, in whole or in part, are within the County of Ventura may become an associate member upon application and payment of VCSDA dues.

(2) In addition, any person or organization that has evidenced interest in the purposes and goals of the VCSDA, but is not a special district as defined above, may also become an associate member upon approval of membership and payment of VCSDA dues.

(3) Associate members shall not have the right to vote, nor shall they serve as officers or members of the VCSDA Executive Committee. Associate members may attend and participate in meetings and activities of the VCSDA.

Section 2.3 Application for Membership

- A. Application for membership in VCSDA shall be by application stating type of membership requested; name, address, telephone number, email or fax of the applicant; and, the name of the individual who will serve as representative and alternate for the applicant.
- B. Application must include payment of annual dues.

Section 2.4 Loss of Membership

- A. Any member district owing payment of dues for a period of four (4) months after due date shall be notified in writing by the Treasurer of delinquent dues. If such dues continue to be unpaid for an additional thirty (30) days, the member district shall automatically cease to be a member of the VCSDA.
- B. Member districts may withdraw membership from the VCSDA at any time. A written request should be sent to the Administrative Office. No refund of dues will be made.

Section 2.5 Annual Dues

- A. All member districts shall pay annual dues.
- B. Annual dues shall be established following a recommendation from the Executive Committee at any regular meeting by a majority vote of a quorum of eligible member districts present and shall become effective July 1st of the following year.
- C. The annual dues shall be due and payable on or before the first day of

July of each calendar year and shall be delinquent October of each calendar year. Unpaid dues can result in loss of VCSDA membership, as provided by Section 2.4 A. Membership dues for new members shall be pro-rated for the initial year only.

Section 2.6 Meetings of Membership

- A. The member districts shall meet on an established basis at a time and place to be determined by the membership or the VCSDA President. All membership meetings shall be open to the public.

- B. Bi-monthly Meetings
 - (1) VCSDA meetings shall be held bi-monthly on the first Tuesday of February, April, June, August, October and December at a place which has been designated by the President or the member districts.

 - (2) Written notice of general membership meetings shall be mailed, faxed or emailed to each member district no less than fourteen (14) days prior to the meeting. The agenda shall provide the time, place and items to be discussed or voted upon.

- C. Annual Meeting
 - (1) The annual meeting of the VCSDA shall be held in February of each year at such place determined by the President or the member districts for electing Officers.

 - (2) Written notice of the annual meetings shall be mailed, faxed or emailed to each member no less than fourteen (14) days prior to the date of the meeting. The agenda shall provide the time, place and items to be discussed or voted upon.

- D. Special Meetings

Special meetings of the VCSDA may be called at any time by the President or by request of six (6) VCSDA members. Written notice of a special meeting, providing the time, place and agenda, shall be mailed, faxed or emailed to each member of the VCSDA at least fourteen (14) days before the time set for the meeting.

Section 2.7 Rules Governing Membership Meetings

- A. Rules of Order
Roberts Rules of Order shall govern the VCSDA meetings.

- B. Agenda Items
 - (1) Any active member of the VCSDA may request to place an item on the agenda for future meetings. The item should be submitted in writing to the President at least two weeks prior to the meeting.

 - (2) Emergency items may be added to the agenda with approval by President.

- C. Insurance Liability
Representatives of each member district shall be covered by their agency's liability insurance while attending VCSDA meeting and activities. There shall be no liability assumed by the district hosting any meetings and activities.

ARTICLE 3: VOTING RIGHTS

Section 3.1 Quorum of Membership

- A. A quorum for all meetings of the membership shall consist of fifty (50) percent plus one (1) of the VCSDA's regular membership who are in good standing present at any meeting where a notice and agenda have been mailed, faxed or emailed not less than fourteen (14) days in advance of the meeting date to all members.

- B. If less than a quorum of the membership is present, a two-thirds (2/3) Vote of member districts in attendance is necessary to carry a motion.

Section 3.2 District Member Voting Rights

- A. One Vote per Member District
Each regular member district shall be entitled to one (1) vote on all matters brought before the VCSDA membership.

- B. Official Voting Representative

(1) The governing body of each regular member district shall designate, to the VCSDA Secretary, one representative who shall exercise the district's right to vote, and one alternate who shall have the right to vote in the absence of the assigned voting representative.

(2) The vote of the member district shall be cast by the designated representative of the district or the alternate member of the district.

(3) If several members of a special district are in attendance, and no designated voting representative has been selected, they shall select one representative which may include a member of a Board of Directors or an administrator from that member district for voting purposes.

Section 3.3 District Members in Good Standing

- A. Member districts that have paid their annual dues shall be entitled to vote as a VCSDA member in good standing.
- B. Any member district that has not paid their annual dues shall not be in good standing and shall not be entitled to vote on matters before the VCSDA.

Section 3.4 Written Ballots

- A. The VCSDA Executive Committee may, in its discretion, authorize a Vote upon any item to be taken by written ballot.
- B. A ballot must be mailed to each regular member fourteen (14) days in advance of the voting deadline.
- C. Said ballot must specify the item, the time and the date when such written ballot must be returned to the President of the VCSDA or a member designated by the President.

ARTICLE 4: VCSDA FINANCES

Section 4.1 Budget

The Executive Committee shall determine and recommend an annual budget based upon the annual dues.

Section 4.2 Additional Funds

- A. Any additional funds required by the VCSDA in the conduct of its business shall be raised on a vote by a majority of a quorum of regular member districts at a properly noticed meeting.
- B. No assessments shall be levied on members, and no members shall be subject to or liable for the payment of any assessment or levy other than the payment of regular dues.

Section 4.3 Financial Reporting

- A. A financial report including beginning and ending balance, along with receipts and disbursements covering the account period since the last financial report shall be prepared by the Treasurer and approved by the membership.
- B. Copies of the annual tax filings shall be available to all VCSDA members and filed with the Secretary of the VCSDA.

Section 4.4 Fiscal Year

- A. The VCSDA's fiscal year is January 1st through December 31st of every year.

ARTICLE 5: VCSDA ADMINISTRATION

Section 5.1 Officers and Executive Committee

- A. The officers of the VCSDA shall be an elected President, an elected Vice-President, and an elected Treasurer.
- B. The President will appoint the secretary with approval of the membership.
- C. The President may appoint additional officers and committees as may be necessary to carry out the business of the VCSDA.
- D. Immediate past presidents shall be members of the Executive Committee.

Section 5.2 Term of Office

- A. Each officer shall serve for a term of two (2) years.
- B. Any officer may be re-elected to succeed himself/herself.
- C. Each officer can hold only one office at a time but may rotate from office to office if elected by the membership.
- D. Each officer shall hold his office until he resigns, is disqualified to serve or until his successor shall be elected or appointed.

Section 5.3 Qualification for Elected Offices

- A. Each officer shall, at the time of elections, and throughout the term of his/her office, must be a representative of a member district.
- B. Each officer must represent a special district deemed to be in good standing.

Section 5.4 Nomination and Election of Officers

- A. The President shall select the Nominating Committee at the December meeting.
- B. The Nominating Committee shall present their nominations at the Annual Meeting in February. The Nominating Committee shall also accept nominations from the floor at this time.
- C. At the February Annual Membership Meeting, any member district through its designated representative may nominate a qualified member from the floor for an office to be filled at the election.
- D. After closing nominations from the floor, the Nominating Committee will conduct the election. The candidates receiving votes of a majority of a quorum of regular member districts shall be considered elected and may be installed at the Annual Meeting.

Section 5.5 Conflict of Interest Policy

- A. See attachment 1 for the Conflict of Interest Policy.

Section 5.6 Vacancies of Elected Officers

- A. In the event that any officer at the time of taking office, or during the term of office, is no longer qualified to serve as an officer of the VCSDA, the office shall become vacant and said vacancy shall be filled in a manner provided in Section 5.4.
- B. If a vacancy occurs in the office of President, the Vice President shall assume all presidential duties.
- C. The assumption of the office of President by the Vice President shall constitute a vacancy in the office of the Vice President. The new vacancy shall in turn be filled by a nomination and vote of the membership present at the next regular VCSDA meeting.
- D. The Vice President moving into the office of President or elected to complete an unexpired term of Vice President may be re-elected by the membership to a subsequent full term.

Section 5.7 Removal of Officers

An officer of the VCSDA may be removed, with or without cause, at any meeting of the general membership by the affirmative vote of a majority of a quorum of the regular member districts.

ARTICLE 6: DUTIES OF VCSDA OFFICERS

Section 6.1 Duties of the President

- A. The President shall preside at all VCSDA and Executive Committee meetings.
- B. The President shall provide a meeting agenda to the Appointed Secretary or their designee for circulation to the membership and shall perform any other duties that may be required of the office.
- C. The President shall have the power to appoint any committees as deemed advisable or authorized by a vote of the Executive Committee or the membership.

- D. The President shall be an ex-officio member of all VCSDA committees except the Nominating Committee.
- E. The President or the President's designee shall be the official spokesperson for the VCSDA and the official VCSDA representative to all California Special Districts Association meetings.

Section 6.2 Duties of the Vice President

- A. The Vice President shall perform all the duties of President in the absence of the President.
- B. It shall be the Vice President's responsibility to assist the President in every way possible to further the goals of the VCSDA.
- C. The Vice President may be elevated to the office of President at the end of their term and shall also be an ex-officio member of all VCSDA committees except the Nominating Committee.

Section 6.3 Duties of the Treasurer

- A. The Treasurer shall collect and keep an accurate accounting of all VCSDA funds and financial transactions.
- B. The Treasurer shall disburse funds as directed by the Executive Committee. The Treasurer will prepare a financial report for every VCSDA meeting.
- C. It shall be the responsibility of the Treasurer to obtain and maintain the authorized signatories cards required on the VCSDA bank accounts whenever there is a change in VCSDA officers.
- D. Prior to leaving office, all financial records and a complete statement of receipts and disbursements shall be submitted to the President.
- E. Prints and saves all monthly bank statements and supplies copies to the VCSDA administrative services person to retain in the VCSDA files.
- F. Files completed Federal income tax returns and copies of the filings.
- G. Files completed California FTB tax returns and copies of the filings.

- H. Retains all tax records and annually provides a copy to the VCSDA administrative services person to retain in the VCSDA files for safekeeping.

Section 6.4 Duties of the Appointed Secretary

- A. The appointed secretary shall keep or caused to be kept at the principal office of the VCSDA a complete record of all membership and VCSDA activities.

ARTICLE 7: VCSDA COMMITTEES

Section 7.1 Executive Committee

- A. The Executive Committee shall consist of the President, Vice President, Treasurer and immediate past presidents.
- B. It is the purpose of the Executive Committee to meet and provide leadership to the VCSDA.
- C. The Executive Committee will give reports to the VCSDA membership on a regular basis.

ARTICLE 8: AFFILIATIONS

Section 8.1 State Office of California Special Districts Association

- A. VCSDA is a separate Association in support of the purposes and in cooperation with the activities of the California Special Districts Association.
- B. VCSDA will encourage each of its member districts to become a member of the California Special Districts Association.

ARTICLE 9: AMENDMENTS TO VCSDA BYLAWS

Section 9.1 Notification of Change

- A. VCSDA shall have the power at any time to alter, amend or revise these By-laws.
- B. The requested change must be submitted in writing to the Appointed Secretary who shall notify all members of the proposed amendment change not less than thirty (30) days before the next regular membership meeting at which the proposed amendment will be voted upon.

Section 9.2 Voting Requirements

- A. Voting by the member districts is required for changes to the By-laws.
- B. Any alteration, amendment or revision to the By-laws require a two thirds (2/3) vote of a quorum of the VCSDA member districts at a duly noticed meeting to implement any proposed bylaw change.
- C. Unless otherwise stipulated, all amendments to the By-laws shall become effective immediately following approval by the VCSDA member districts.

Section 10 Asset Distribution upon Dissolution

- A. VCSDA's assets shall be distributed to the Special District Leadership Foundation (SDLF) a 501(c) (3) organization, which was formed to provide educational opportunities to special district officials and employees to enhance their service to the public by promoting good governance and best practices among California's special districts. The donation shall stipulate that the funds would be used for the benefit of special districts in Ventura County.

Certificate by VCSDA Secretary:

I, the undersigned, do hereby certify:

(1) That I am the duly Appointed Secretary of the Ventura County Special Districts Association, and

(2) That the foregoing By-laws, comprising of sixteen (16) pages, constitute the complete By-laws of said VCSDA as duly adopted at a meeting of its membership.

In Witness whereof, I hereunto subscribe my name this October 2nd day of 2018.



(Signature of Appointed VCSDA Secretary)

Calleguas Municipal Water District

(Name of agency providing support services)